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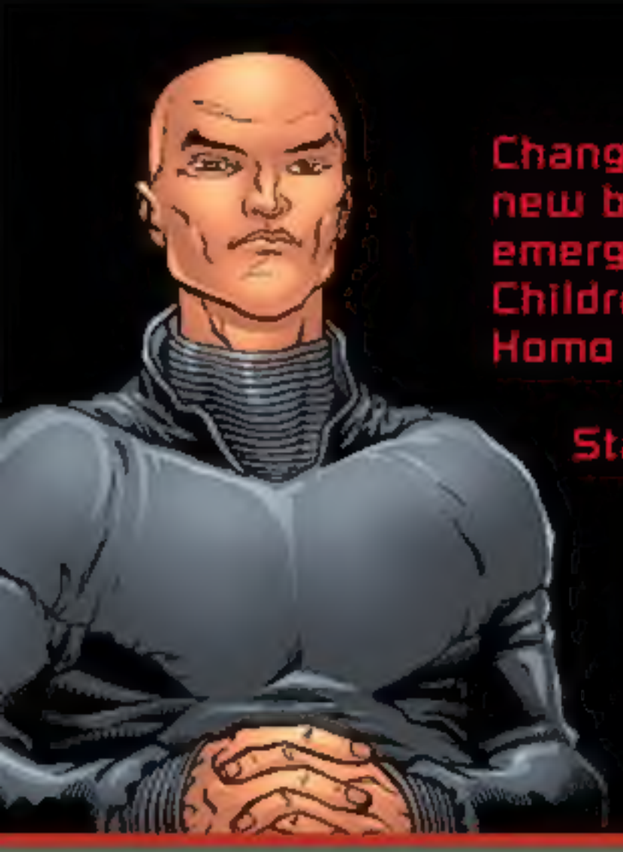


Change is coming. A new breed of man has emerged. They are the Children of the Atom, Homo superior.

Stan Lee presents...

THE X-MEN

WOLVERINE
Logon
Healing, Adamantium Claws

PROFESSOR X
Charles Xavier
Telepath

XORN
Healer

BEAST
Dr. Henry McCoy
Super Strength/ Agility

EMMA FROST
Telepath, Diamond Skin

CYCLOPS
Scott Summers
Optic Blasts

PREVIOUSLY

THE X-MEN are a worldwide team of mutant volunteer workers gifted with new evolutionary talents. They are a rescue and emergency force on the frontline of the genetic battlefield of the 21st Century. Founded and financed by the brilliant telepath PROFESSOR CHARLES XAVIER, the X-Men are forever sworn to protect a world that hates and fears them. But at the XAVIER INSTITUTE -- X-Men headquarters and a school founded to teach young mutants how to use their powers responsibly -- a new threat has surfaced from within.

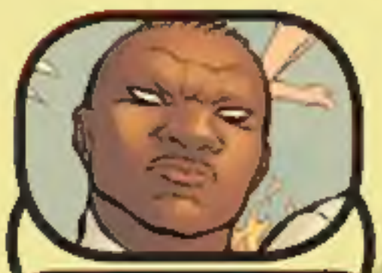
QUENTIN QUIRE -- a top-level Omega telepath and Professor Xavier's prize student -- is devastated when he learns he was adopted. And later, after the popular young mutant fashion designer Jumbo Carnation is murdered by humans, Quentin is pushed over the edge. He renounces Professor X's teachings as old-fashioned and recruits a gang of followers -- the OMEGA GANG. Comprised of students GLOB HERMAN, RADIAN, REDNECK, TATTOO and, of course, QUENTIN himself, the Omega Gang have all become addicted to the power-enhancing drug, KICK. Angry and high on the addictive drug, the Omega Gang have already murdered several humans in retaliation for Jumbo Carnation's death.

Now, on the morning of OPEN DAY -- the first day the Xavier Institute will open its doors to both humans and mutants alike -- Quentin Quire and the rest of the Omega Gang have kidnapped Professor Xavier and launched an all-out attack on the school...

THE OMEGA GANG

KID OMEGA
Quentin Quire
Omega-Level Telepath

GLOB HERMAN
Jelly Grip



RADIAN
Light Blasts

REDNECK
Radiant Hands

TATTOO
Chameleon Skin, Ghost Form

KICK
The Dangerous Power-Enhancing Drug

THE SPECIAL CLASS

ANGEL
Wings, Flight

BASILISK
Strobe Pulse

BEAK
Wings, Flight

DUMMY
Gaseous Form

ERNST
Super Strength

MARTHA JOHANSSON
Mutant Brain

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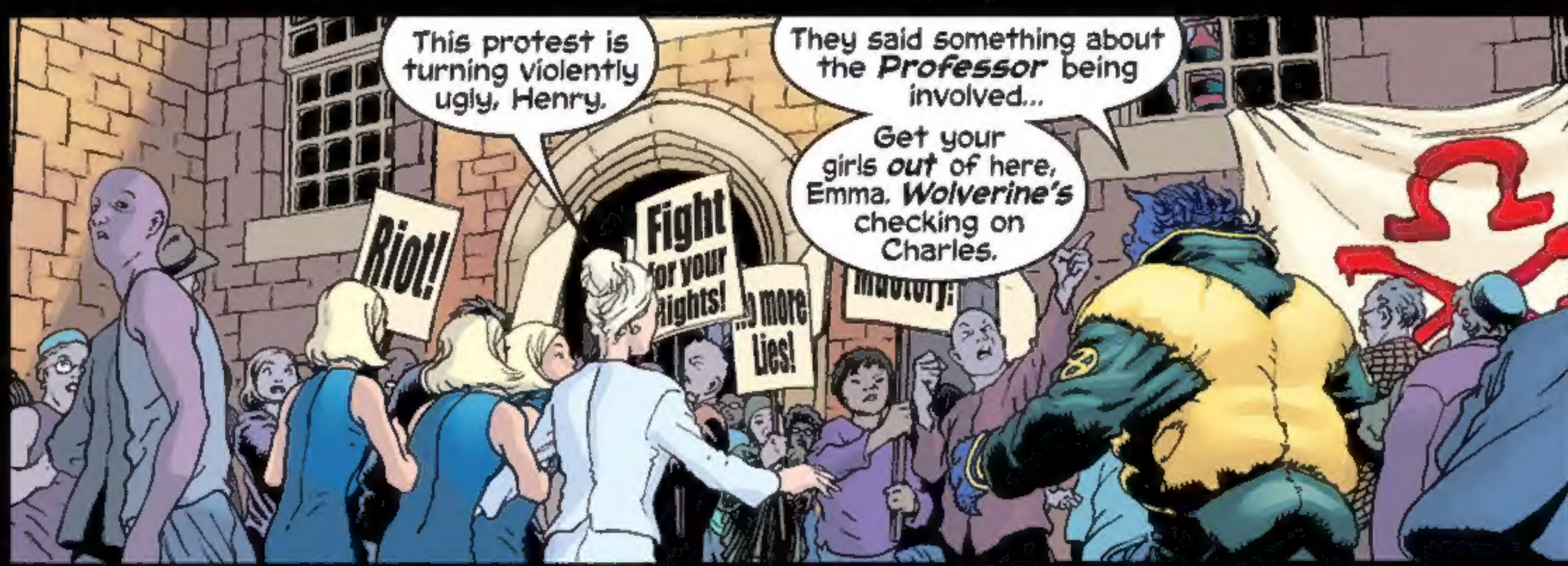
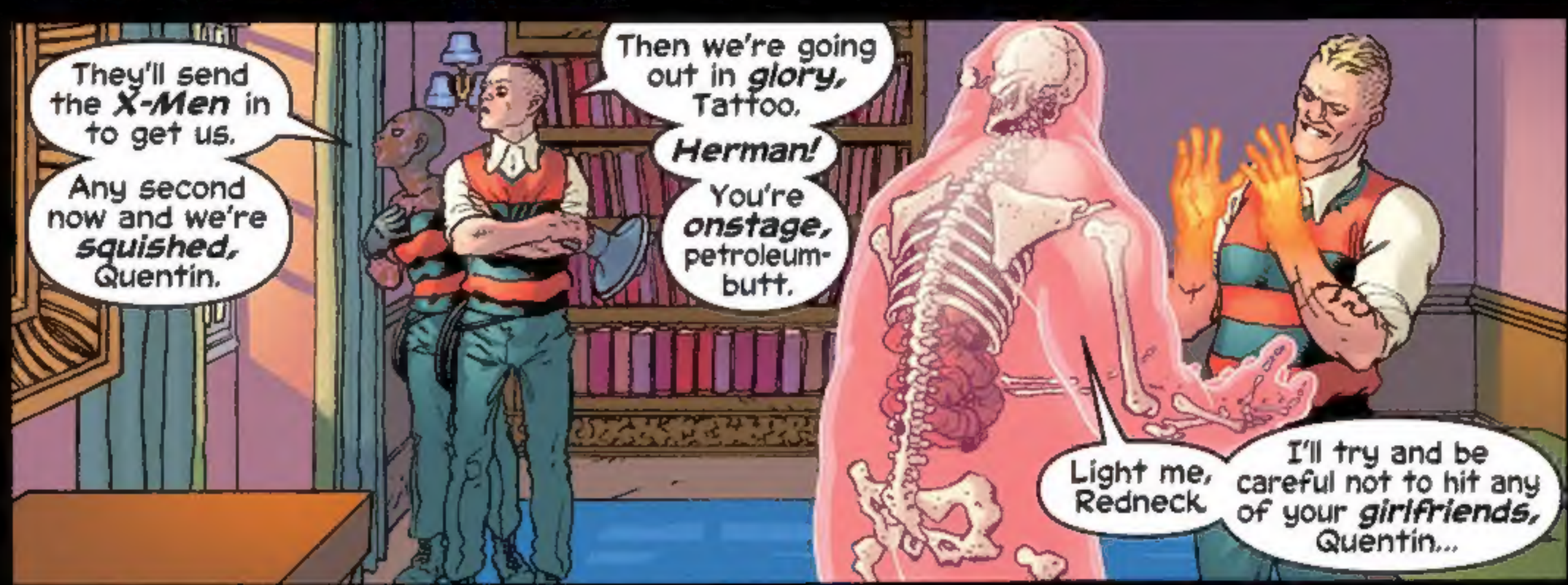
XAVIER INSTITUTE FOR HIGHER LEARNING

We're not international criminals. We're not famous super-terrorists.
It's true we want to tear down everything you've created and replace it.
But it's not because we're monsters. It's because we're young and it's our right.
I'm saying all this out loud because I had the brilliant idea of thought-proofing you, Professor Xavier.
It's adapted from a blueprint of Magneto's helmet we found on the net.
He had a lot of good ideas, you know.
Yes. He was kind to animals and he could dance the tango to championship standard.
He was also a psychopathic murderer... and a poor role model in most other respects, Quentin.
Sneeeeer.
Humans killed Jumbo Carnation, Xavier. And where were you? Watching the opera?
Humans bomb our cities! Humans trash our whole culture and what do you do?
Invite 'em over for dinner!

Things seem to be getting *restless* up there, Mister Xorn.
Something's about to happen, Angel. Can you *feel* it?
Human gravity, shifting. Energy fields in motion...


This protest is turning violently ugly, Henry.
They said something about the *Professor* being involved...
Get your girls *out* of here, Emma. *Wolverine's* checking on Charles.
Riot!
Fight for your Rights!
more Lies!


They'll send the *X-Men* in to get us.
Any second now and we're *squished,* Quentin.
Then we're going out in *glory,* Tattoo.
Herman!
You're *onstage,* petroleum-butt.
Light me, Redneck.
I'll try and be careful not to hit any of your *girlfriends,* Quentin...

...those beautiful blonde *Stepford Cuckoos!*
Shut up!
Make *terror,* you moron!

HEY! I am Herman the living weapon!
How did you guess I could *do* this, Quentin?

Well... another gold star, girls.

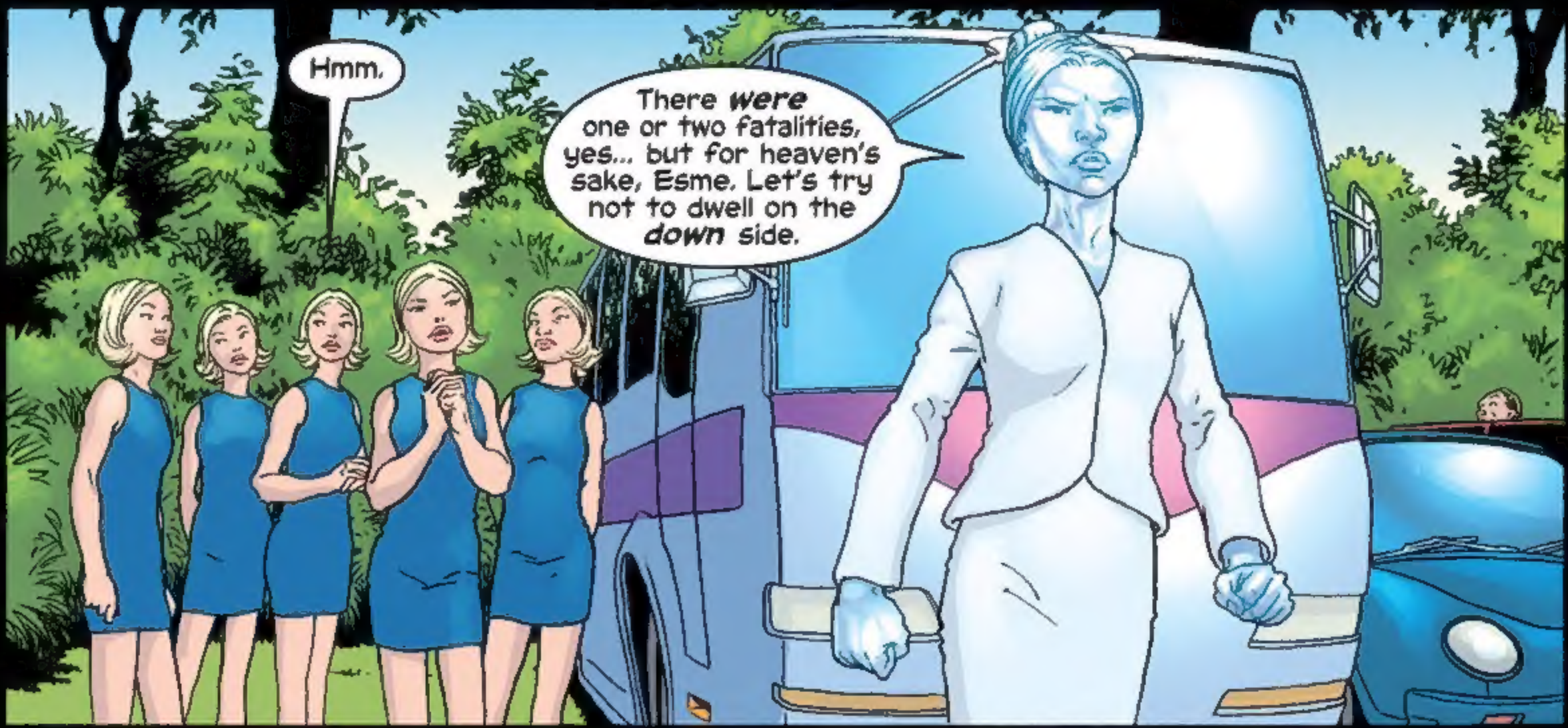
It looks like you were *right* about Master Quire and his gang of bad haircuts.
This is quite appalling!
We *told* you, Miss Frost!
We *knew* he'd ruin our Open Day!
He wants to make a mess of *everything.*

I'm sure it's just another petulant cry for *help,* girls.
I don't know what it is about *young people* these days, but I do miss the imagination and verve of the little zealots I *used* to teach.

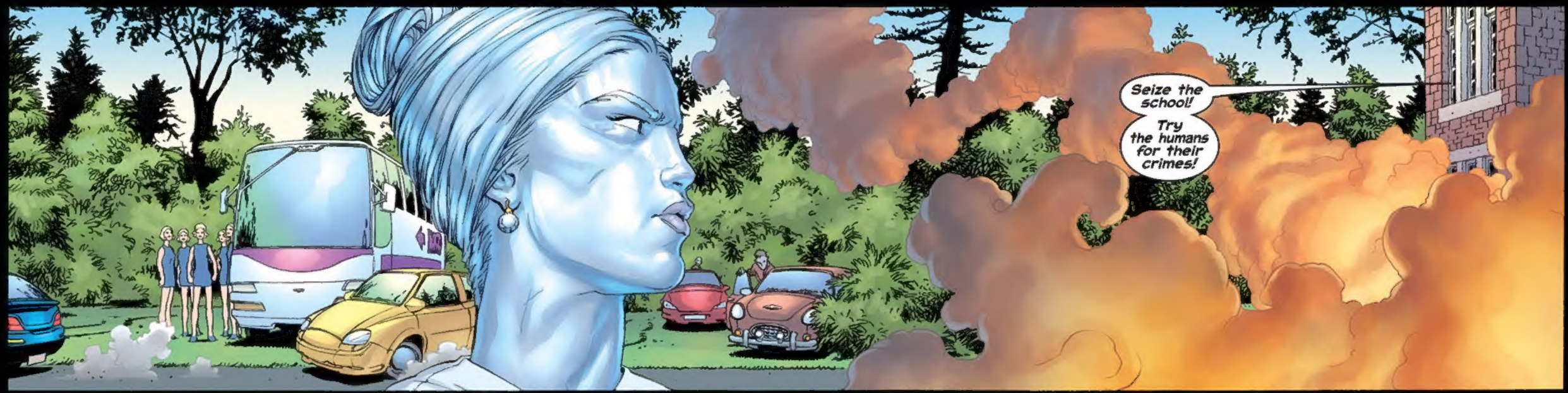
There was a wild, romantic light in their eyes and they threw themselves into the fray at every turn.

Now it's all bored stares, vague demands and a few broken windows.
Hardly the stuff of *mutant legend.*

But weren't they all *killed,* Miss Frost?
The students you *used* to teach?
Esme!


Hmm.
There *were* one or two fatalities, yes... but for heaven's sake, Esme. Let's try not to dwell on the *down* side.

She's only trying to *inspire* us.



NOTATIONS AT NEW X-MEN

Quentin... I can honestly understand the *attraction* of violent change.
When I was your age, I used to imagine using my telepathic talents to short-circuit the minds of *despots*--

You were *never* my age, Professor.
16 million mutants died in Genosha while you were imagining new ways to do *nothing*.
Real change takes *lifetimes*...

Quentin, I--
Zuurmmff!

So, how far are we *taking* this, baby?
Quentin?
I don't know -- I've never *done* this before.
How far do you *get?*

About as far as *this,* bub.
I know it'll *hurt,* but I gotta say it...

...your speeches are even more pompous than *Charlie's.*
Acting *superior* when you're just *confused* never won anybody any prizes.
Oh, is that so, Wolverine.

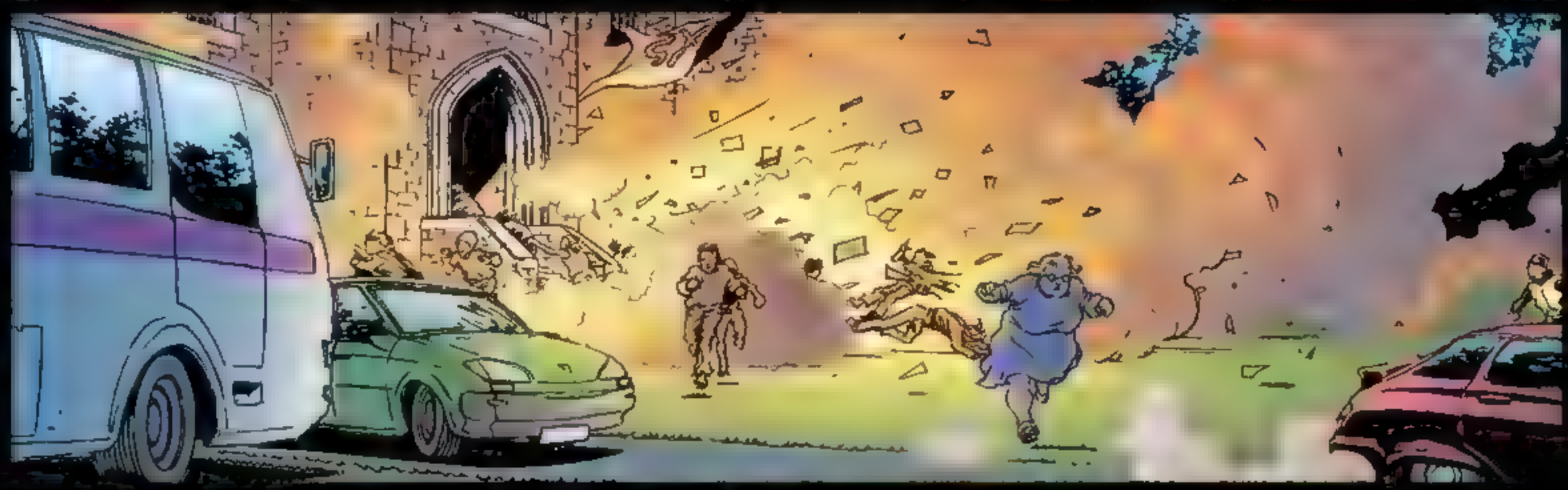
You're *shaking,* kid.
Do yourself some hard thinking before *blood* starts pouring outta this drug-induced prank you started.

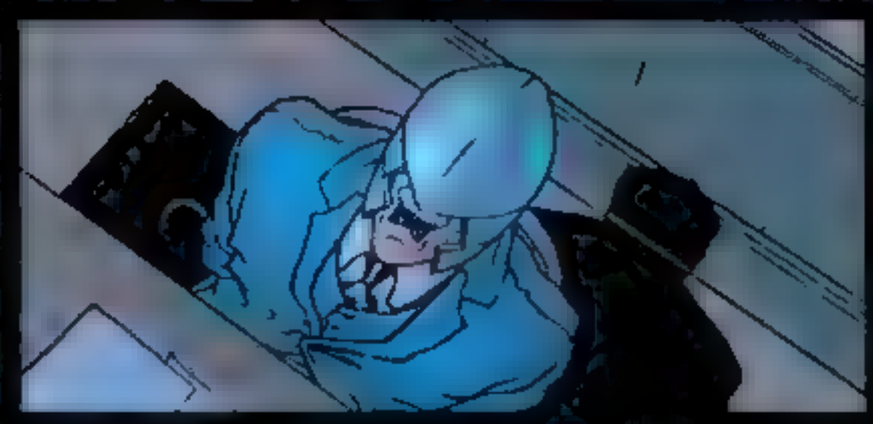
It's not a prank, it's a *mutiny* against Charles Xavier's destructive *lies.*
Hard thinking?
You know that nagging thought in the back of *your head,* Mister Logan?

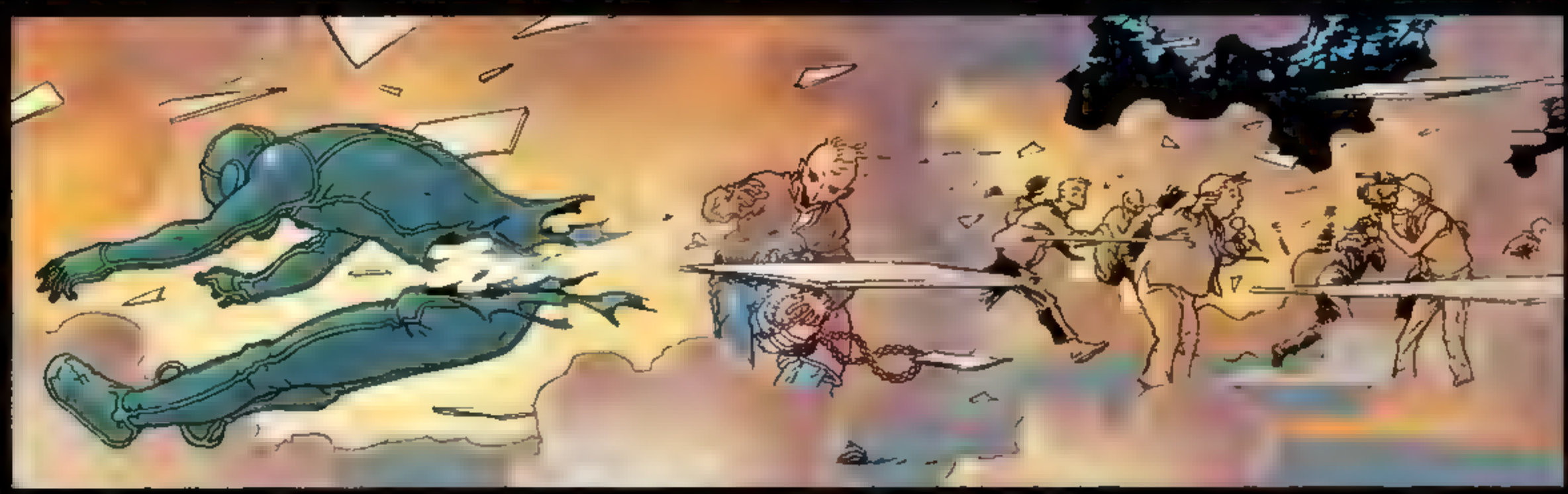
Waurrrnnh
...you sure got some *stones,* kid...
Yeah, I definitely got *yours,* sir.
That thought's got so *loud* you can't *think* past it, right?

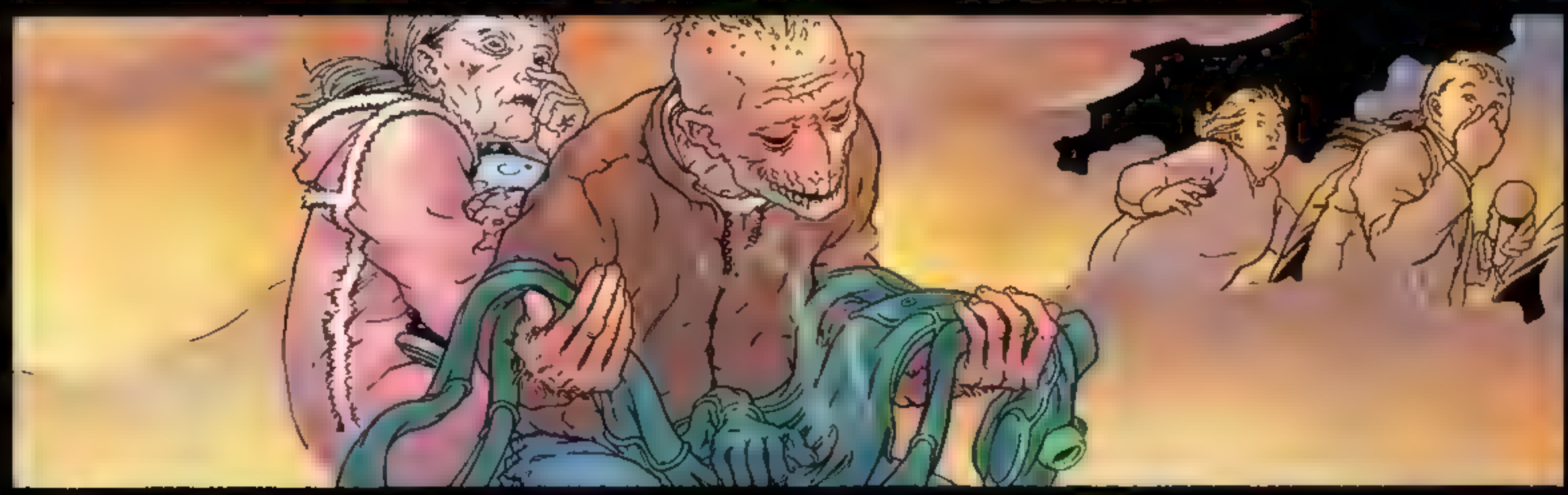
James!
No, James, I'm here!
Here.
James.

Wolverine.
That's *Wolverine* you just messed with, you suicidal genius.
He'll hunt you down...
No, he won't, Redneck... that's just his *image*. It doesn't matter, anyway.
What we do here will *never* be forgotten.





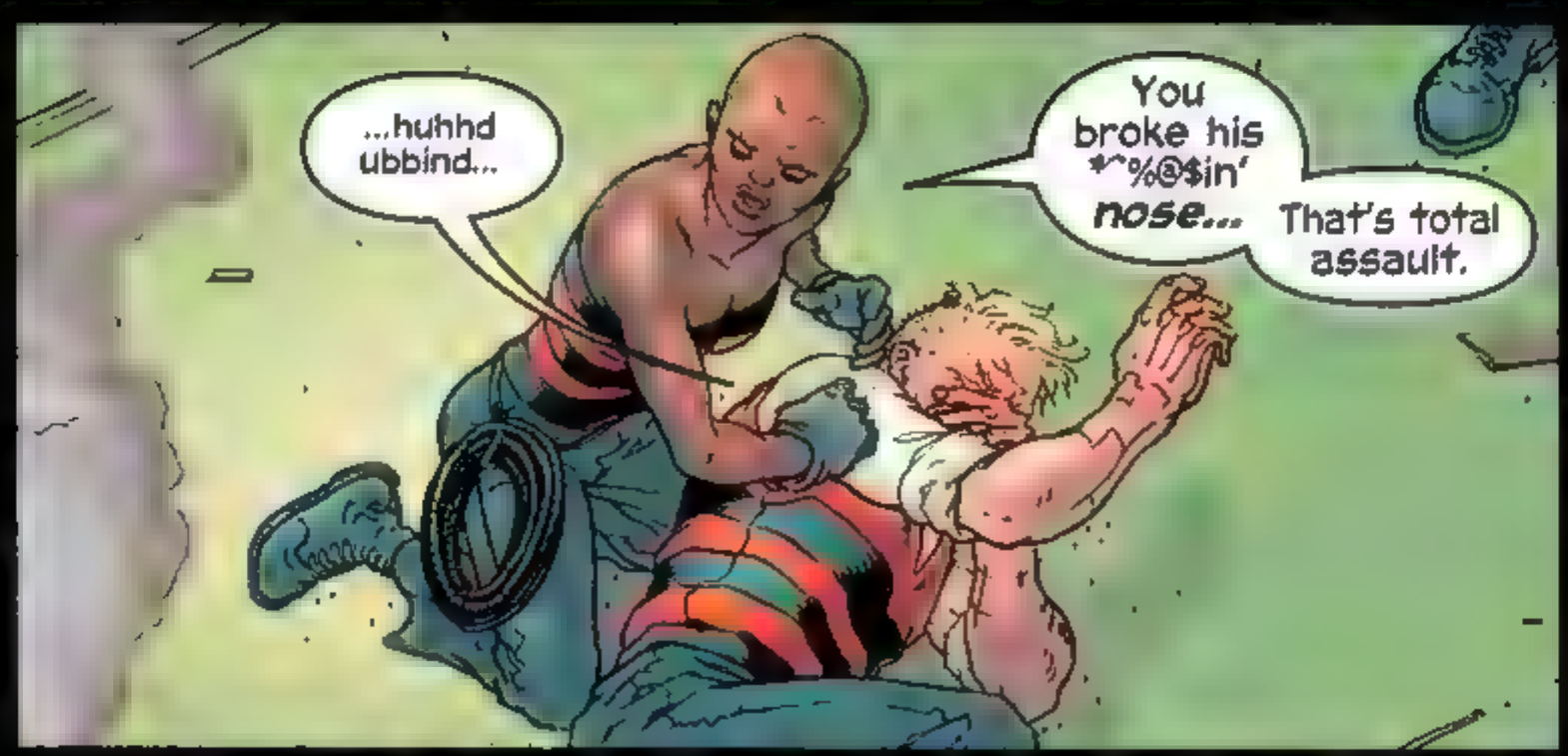




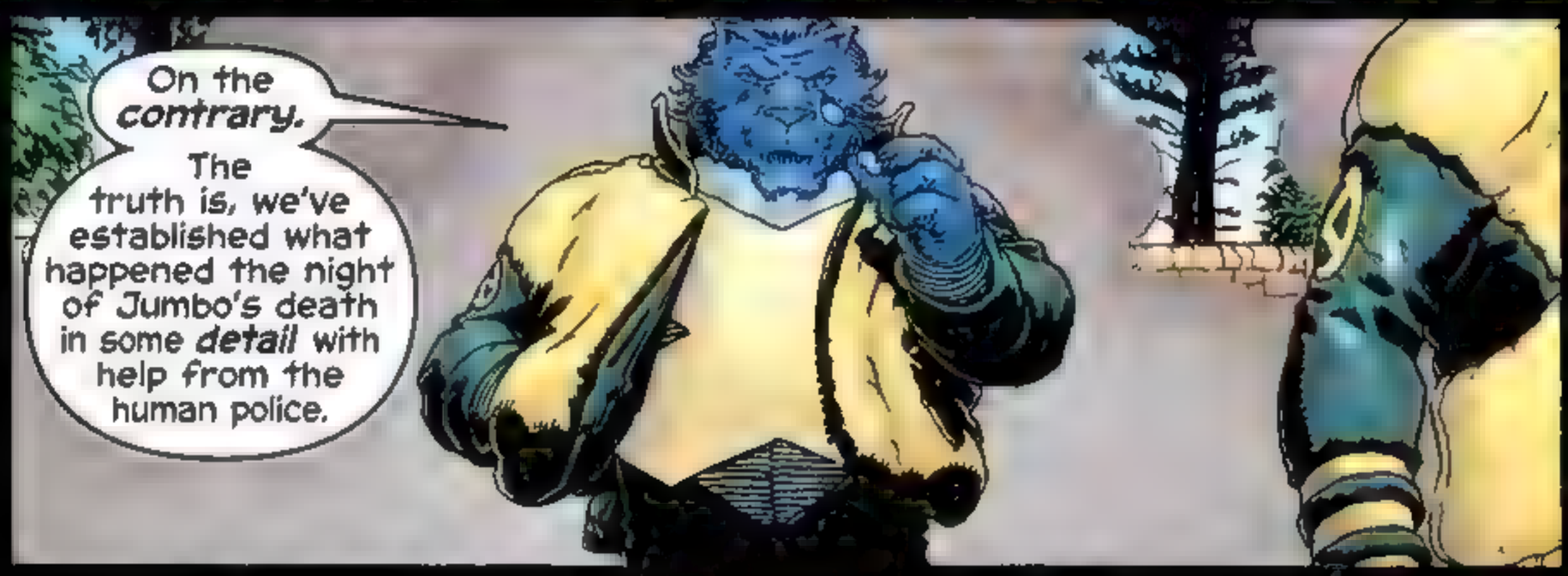
This is *way* out of line.
Break it up now.

Lay down your weapons unless you want the Xavier teaching staff to turn this into an impromptu *martial arts* lesson.
How about turning some of this big, tough justice on the *humans* who killed Jumbo Carnation?
How about *that,* Mister Summers?!

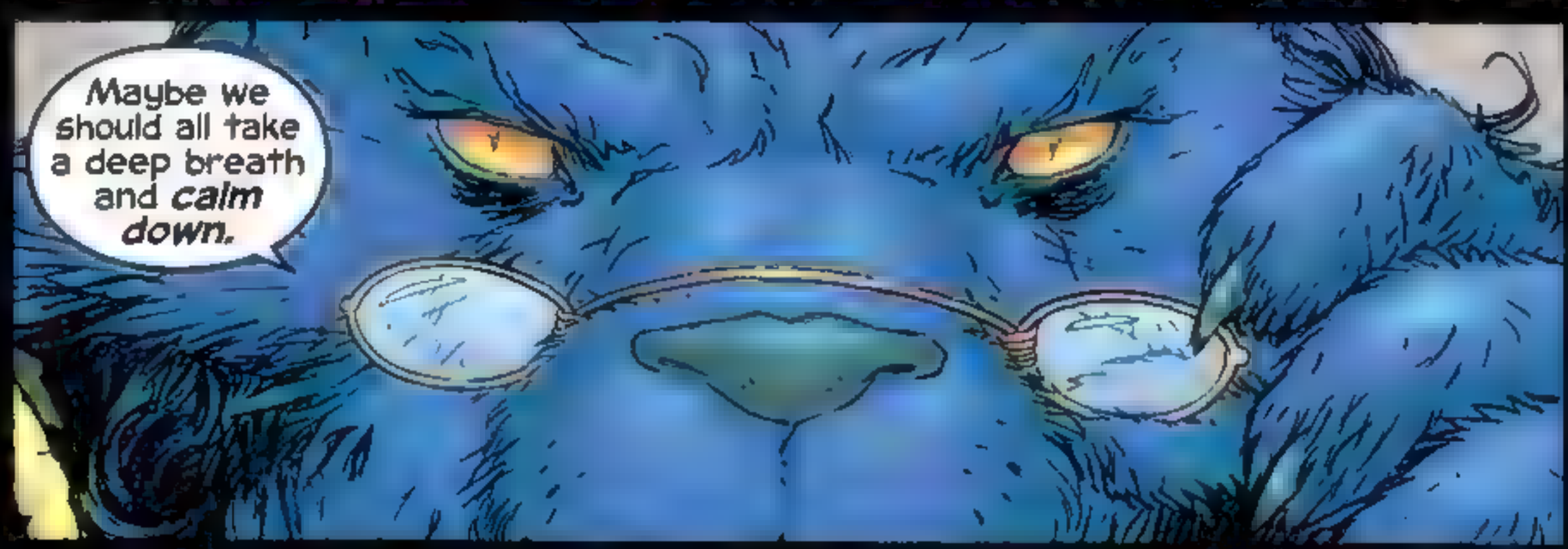
You just gonna let the humans walk all over--


...huhhd ubbind...
You broke his *^%@$in' nose...
That's total assault.

The next joker gets a broken leg, Tattoo. We don't tolerate killers.
What about Jumbo Carnation?
Humans murdered him like a dog in the street...


On the contrary. The truth is, we've established what happened the night of Jumbo's death in some detail with help from the human police.

Some humans roughed him up a little, it's true... but that's not what killed him.
Jumbo Carnation died from a self-administered overdose of the drug Kick.
Humans aren't responsible for everything.


Maybe we should all take a deep breath and calm down.

More of Xavier's *lies,* Dr. McCoy.
Aauuu!

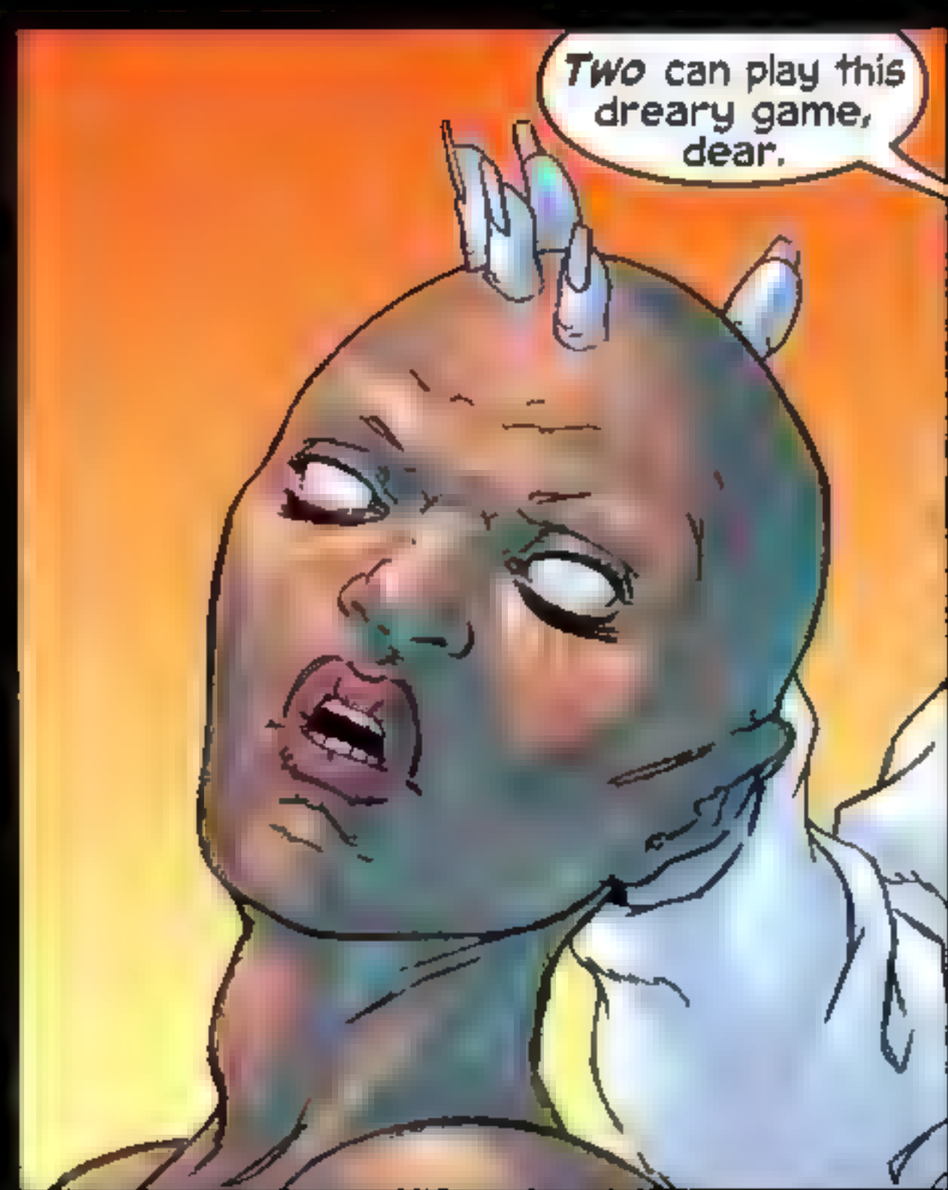
Hunn.

Uff!
Student performance evaluation...
Grade: *poor.*

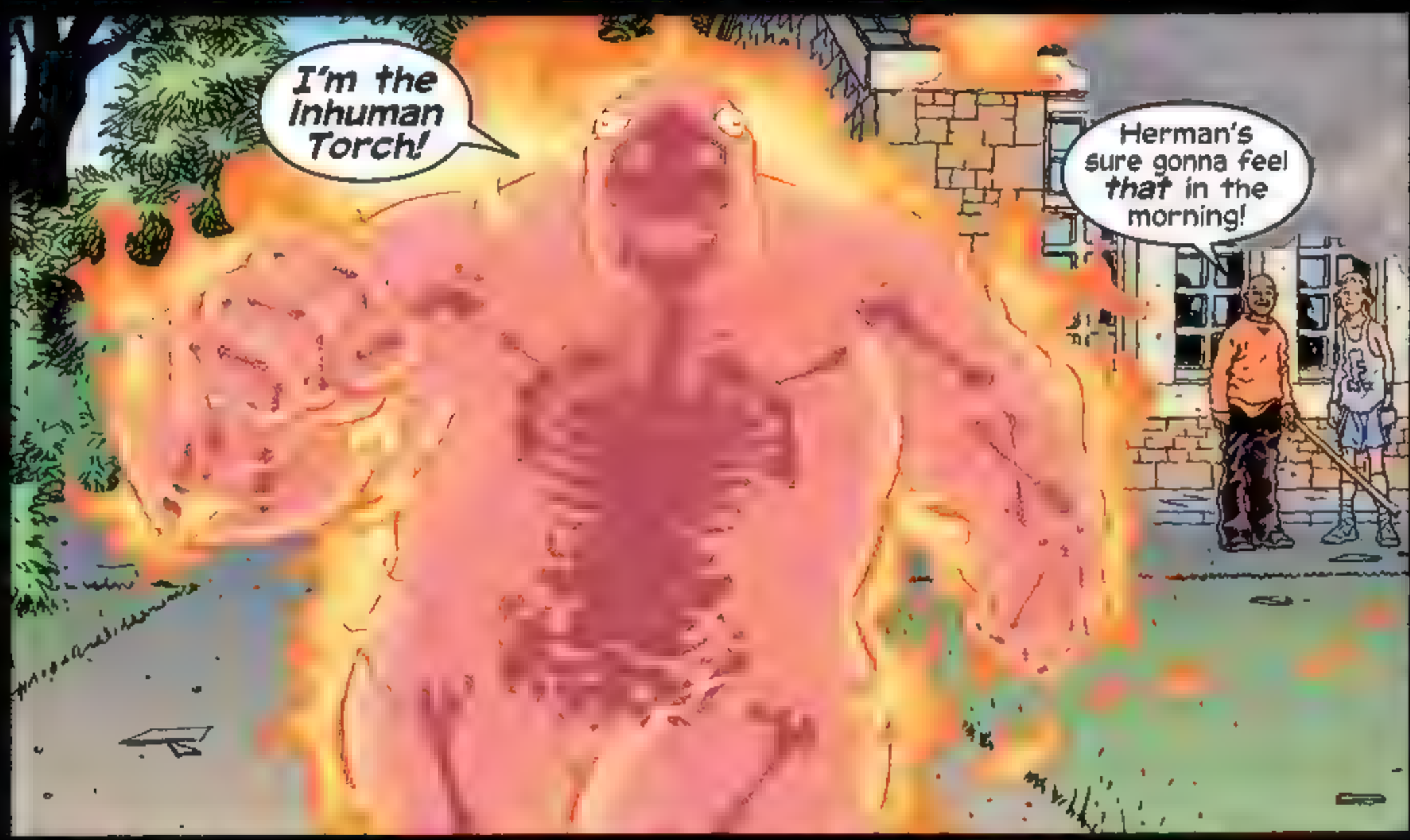
Ooh, big man.
Evaluate *this,* Mister One-Eye.
Utt!

I solidify, you *die*.

Nn
Huunn

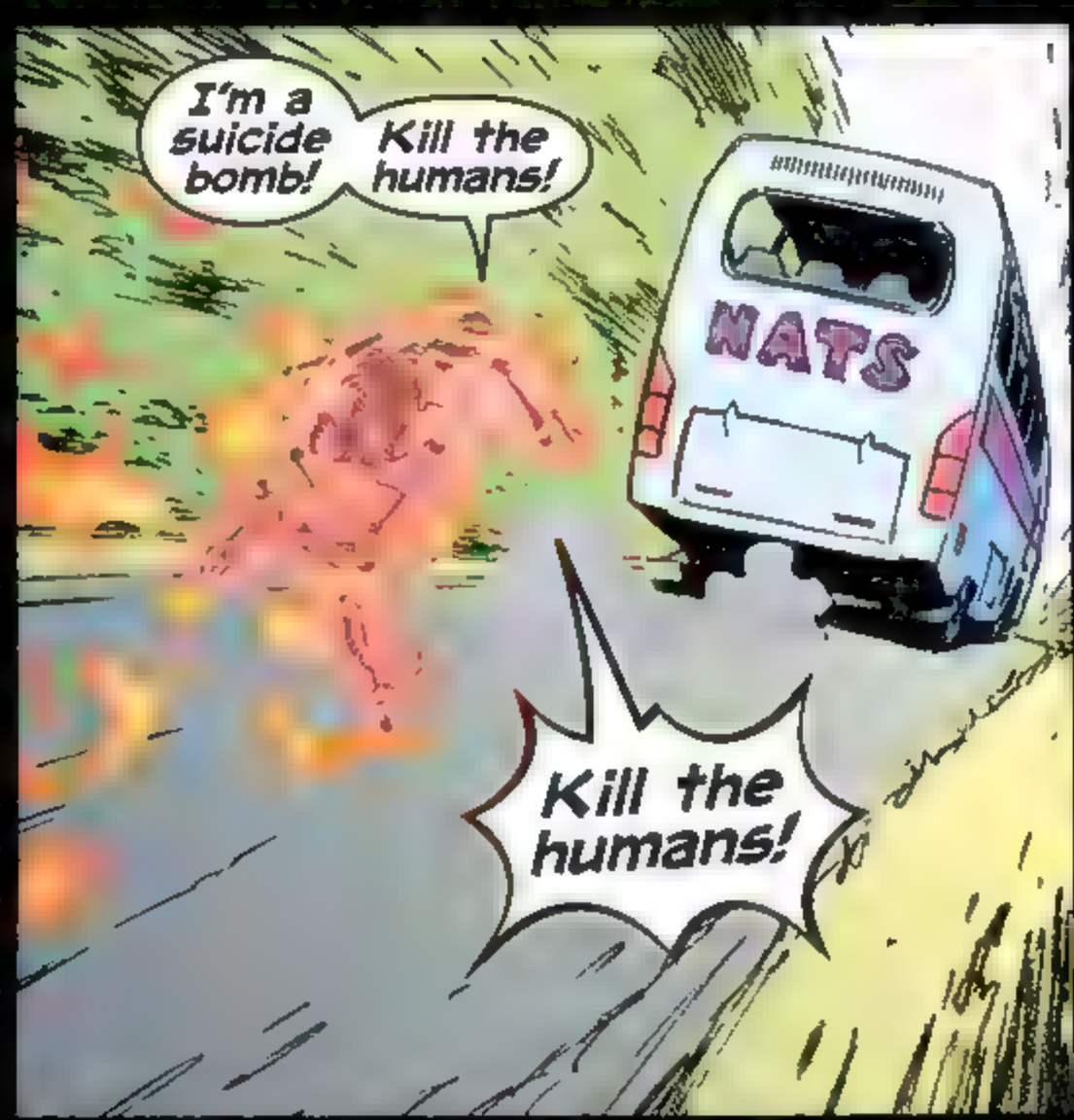

Two can play this dreary game, dear.

You solidify, *you* die, too.
Now... remove your hand *very* gently from Mister Summers' head.

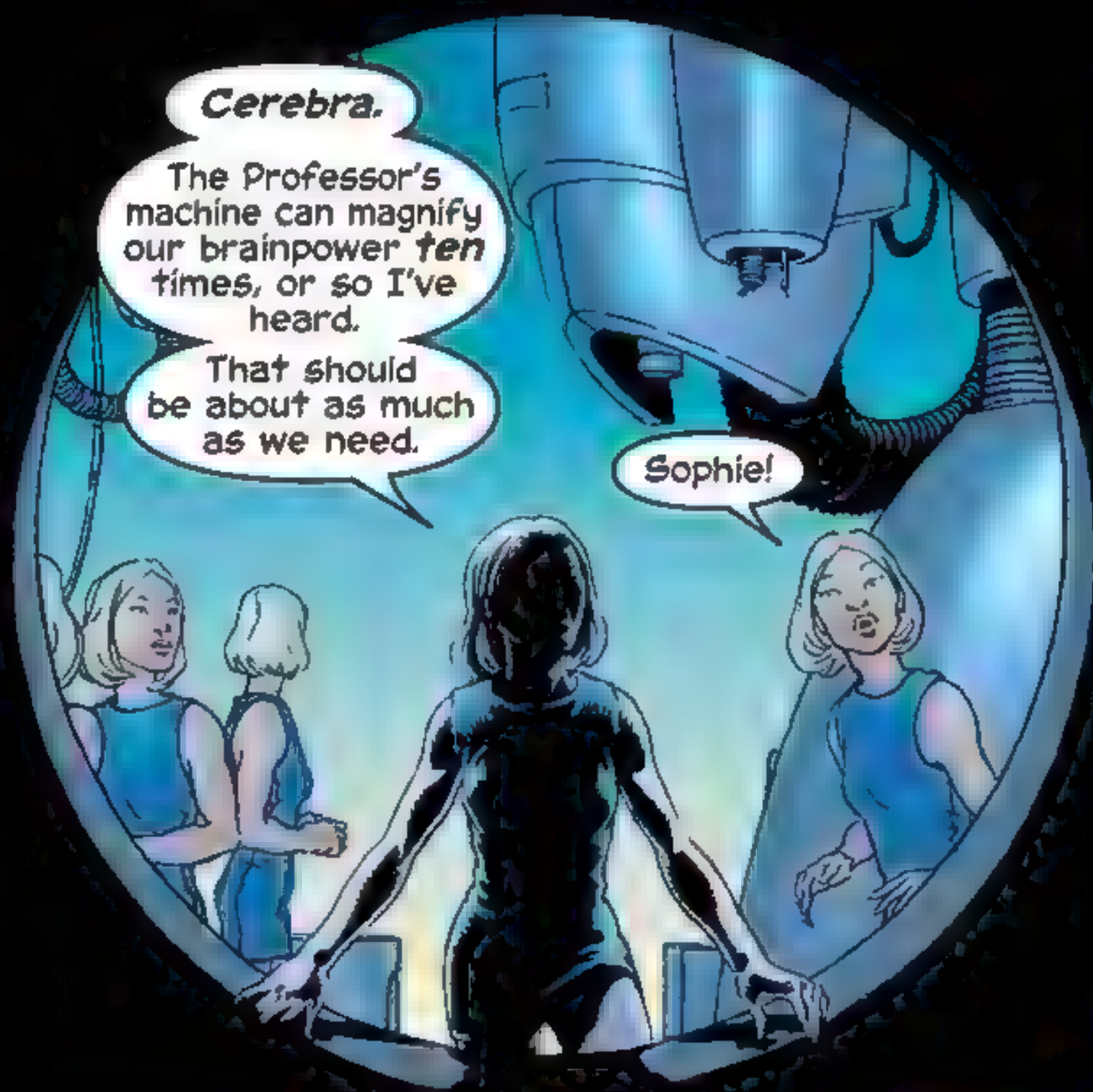

I'm the Inhuman Torch!
Herman's sure gonna feel *that* in the morning!

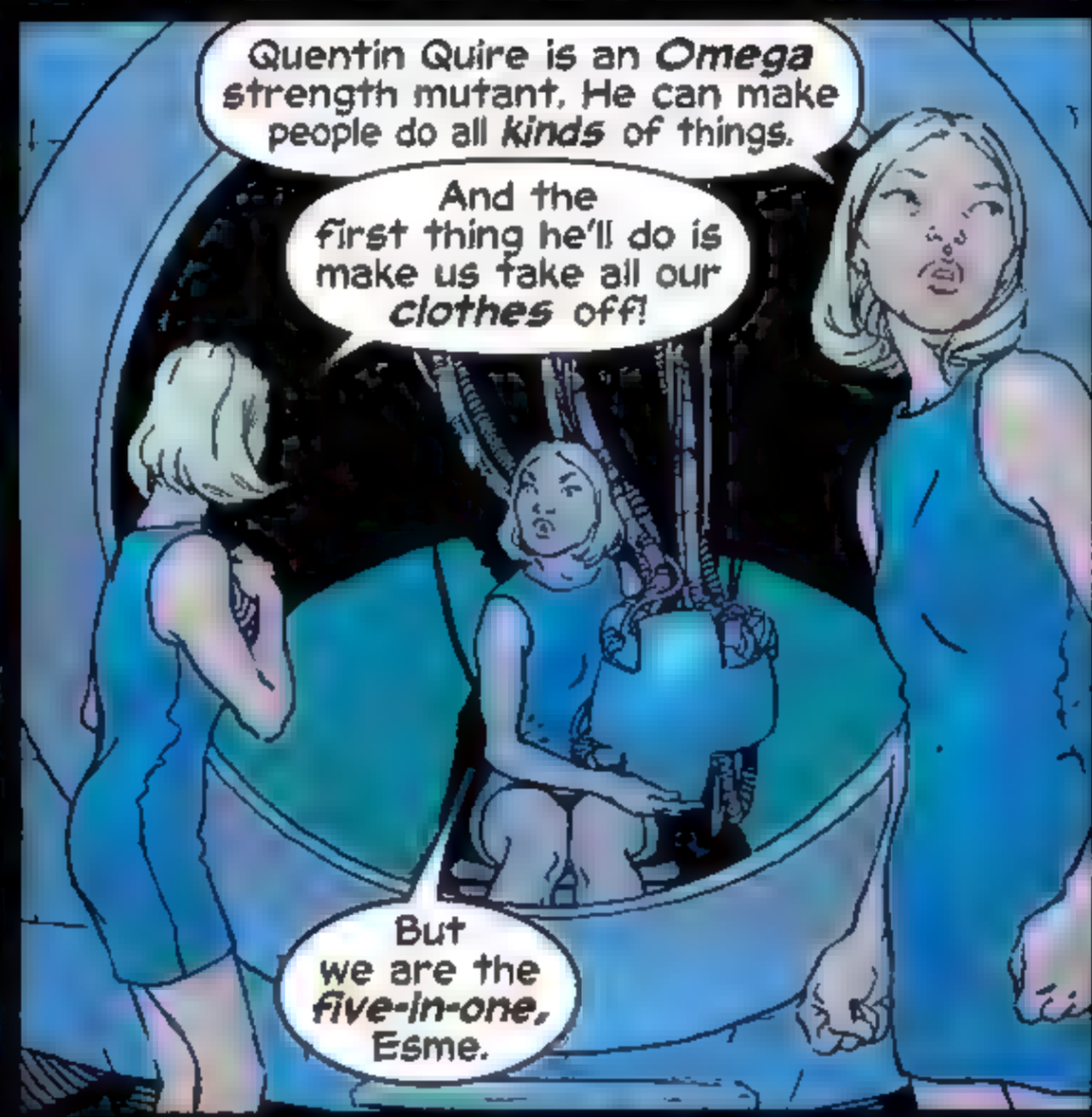
One of the students is *aflame,* Xorn...
...and chasing a bus full of *humans* towards Salem Center. There are cameras *everywhere.*

The Open Day is now an unqualified *disaster,* Scott.
Unless we salvage this situation *and* redeem the image of the staff by effortlessly *tackling* the problem as though it were a demonstration of mutant teaching skill.

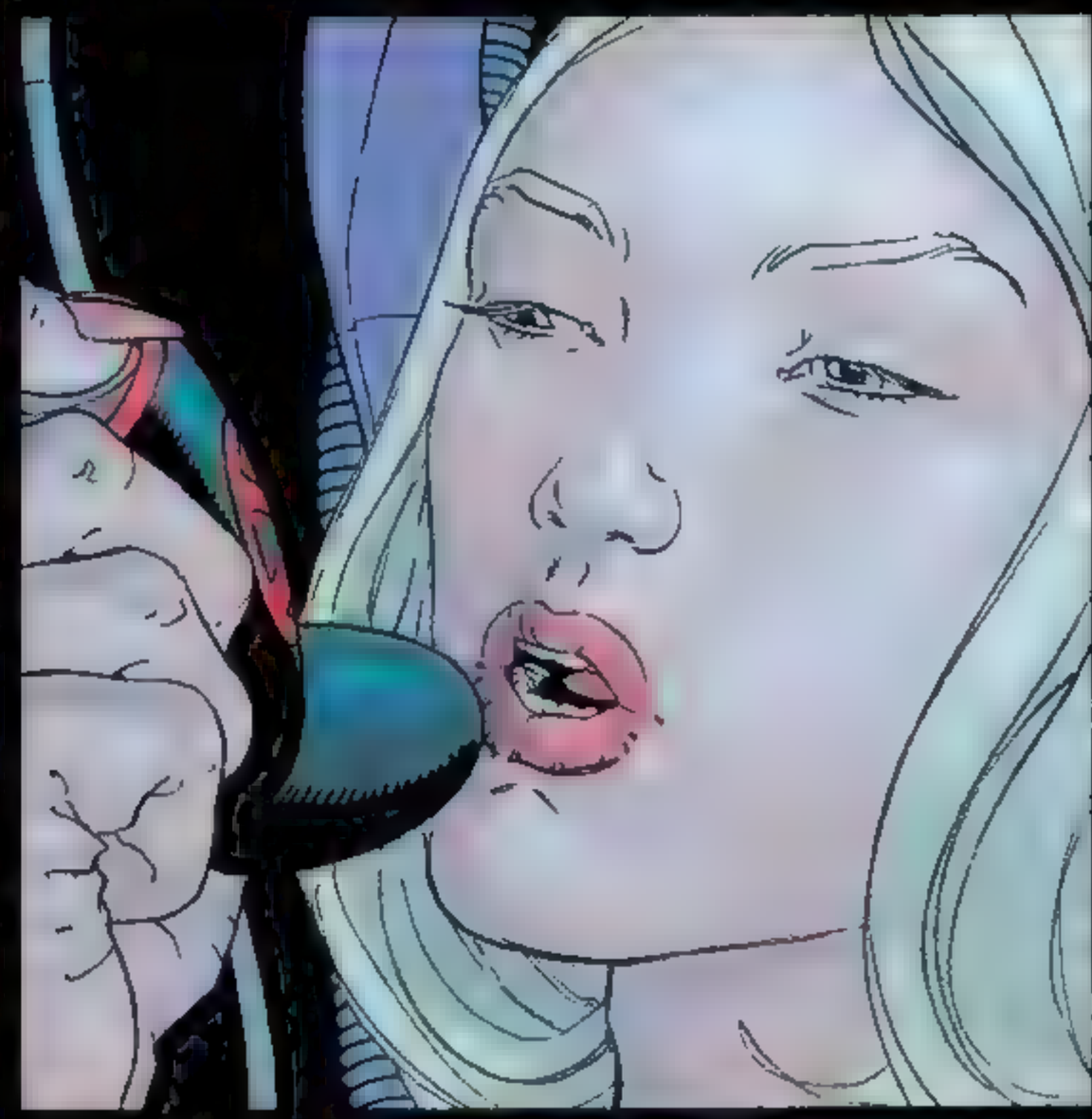

I'm a suicide bomb!
Kill the humans!
NATS
Kill the humans!

You make it all sound so easy, Hank.


Cerebra.
The Professor's machine can magnify our brainpower ten times, or so I've heard.
That should be about as much as we need.
Sophie!


Quentin Quire is an Omega strength mutant. He can make people do all kinds of things.
And the first thing he'll do is make us take all our clothes off!
But we are the five-in-one, Esme.

Well... just because Miss Frost's old students wore spandex and flew around like idiots doesn't mean we have to be stupid, too.
Stop fussing, Esme, and hand me the kick.



Haven't you ever wanted to be a super hero?

So much for the dream!
All my life I've waited for this "dream" to come true! We were promised peace and security!

All my life!
Where is it?
This place taught me nothing but what it was like to run and fight and hide and--

You could have submitted your critique in the form of an essay, Quentin.
That helmet proved as flimsy as your plan.

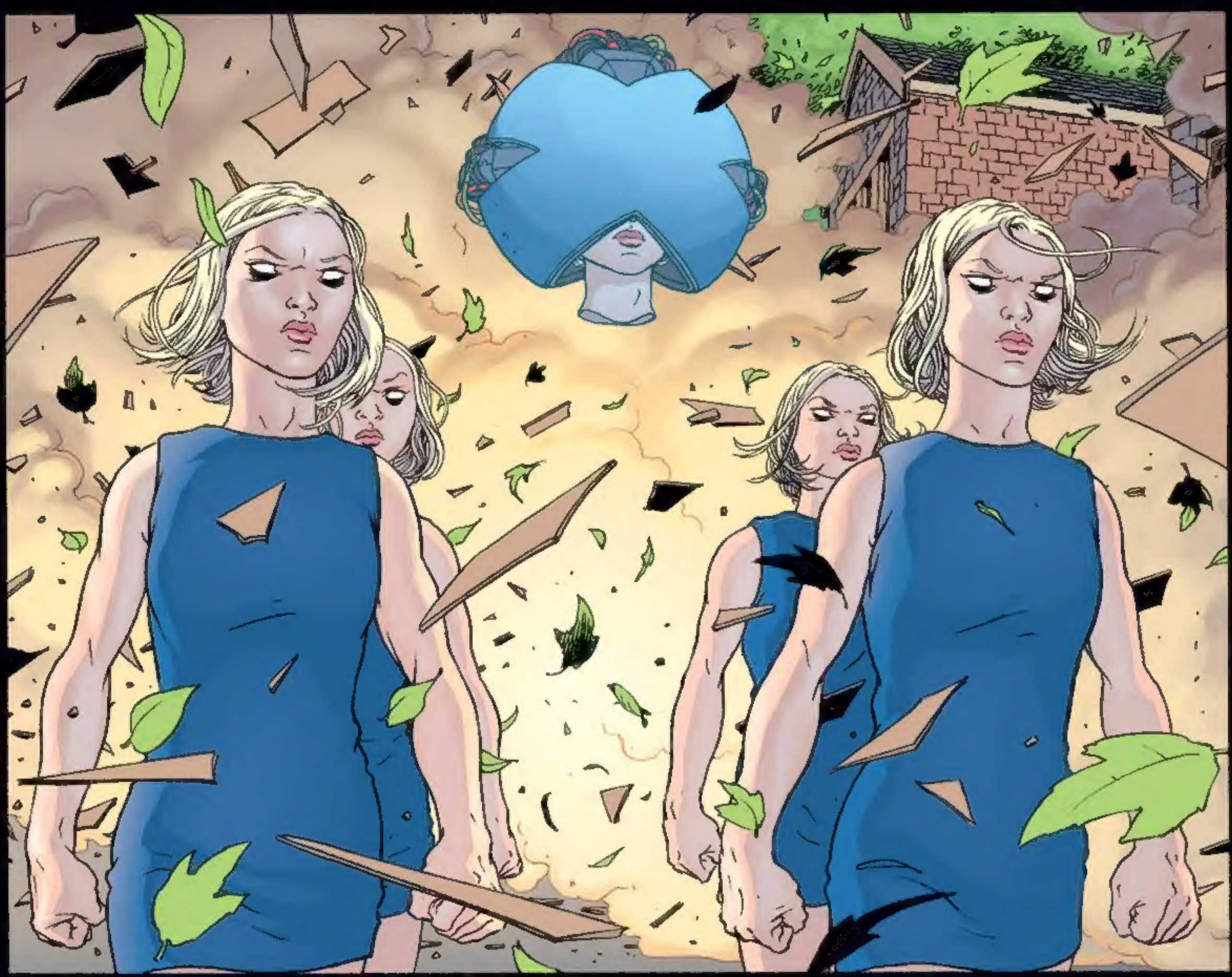
Big joke.
I can see all around your thoughts from every angle, Professor.
I know I've made you question all those big assumptions you just take for granted.

You've caused some property damage and hurt some people, but it's over now... the revolution lasted minutes, Quentin.
These drugs you're taking are driving your thoughts too hard and too fast.
Hand over the school to the students.
We don't need the kind of education that turns us into victims.

Perhaps it's only you who feels like a victim, Quentin.

Girls!

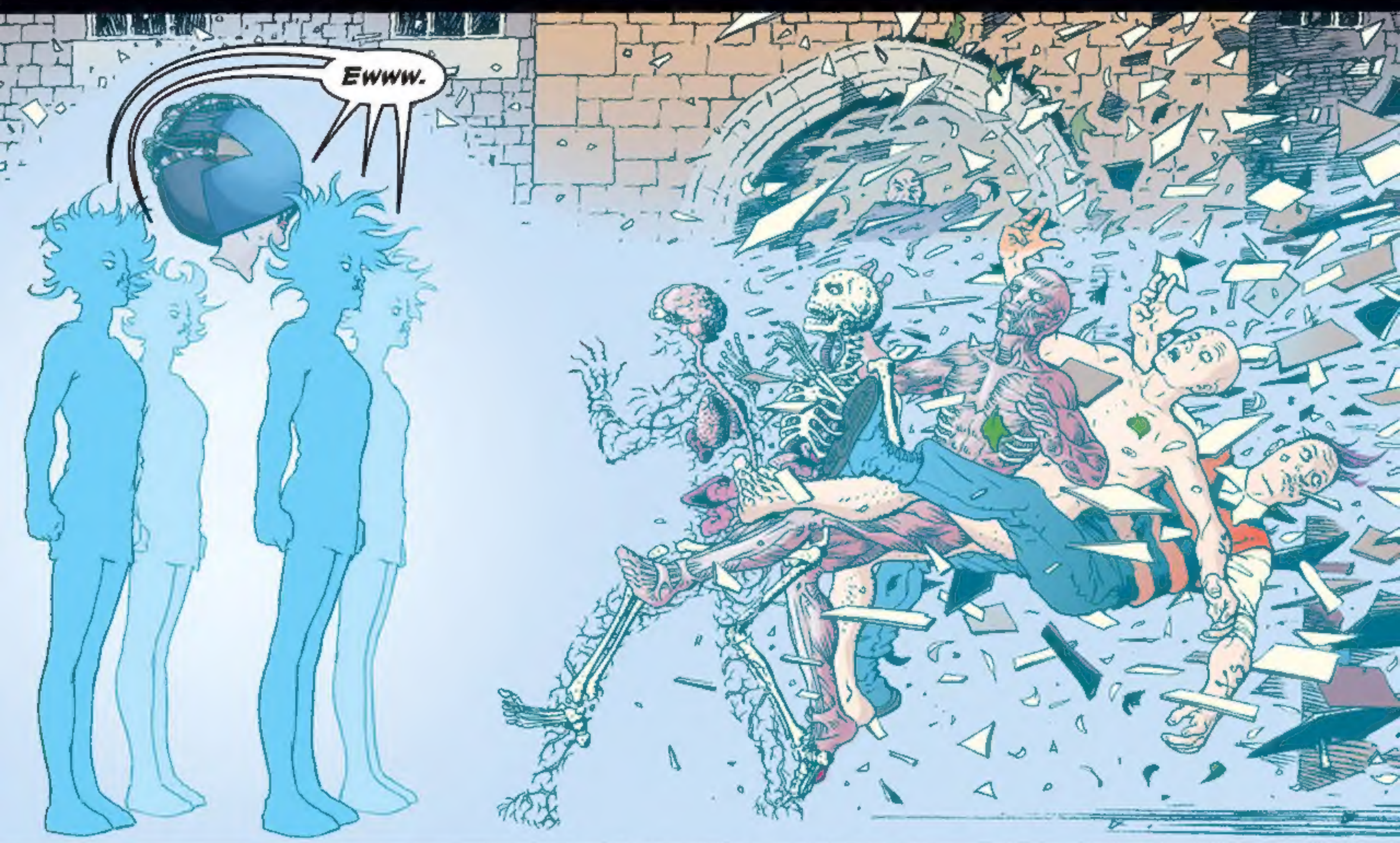
No!
#*$.



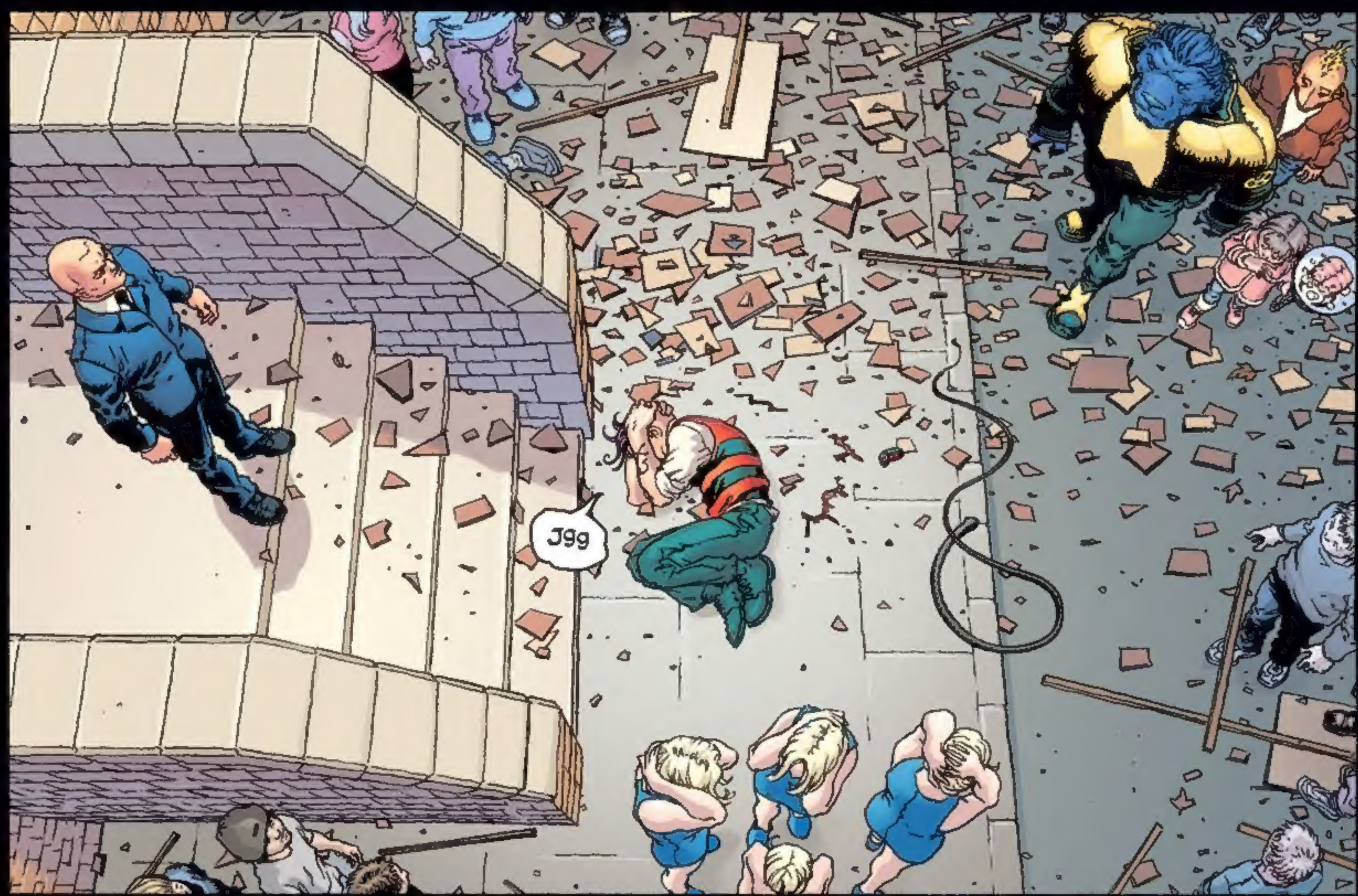
I suppose you think this is some big fight between... nng... between youth and experience?
Anarchy and authority?

People like you always miss the point, Quentin Quire.
It's all about.
"In".
Versus "out".

...I started up my own movement and everything...
...so you'd look up to me...


Ewww.

Frrthth
Shuch


Jgg

...I didn't mean it... I just wanted to change things... and be famous or something... because I was adopted and...
...I don't even know anymore...

...I don't even know...
...I didn't want to hurt anyone...

Then you didn't think this through at *all*, did you, Mister Quire?
S-Sophie--?